

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED OF RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT AND EXTENSION TO OIL, GAS AND MINERAL LEASE

**STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §**

WHEREAS, Frost National Bank, Successor Trustee of the Joyce Barnes Family Trust for the benefit of Paul Barnes and Brett Barnes, whose address is P.O. Box 16509, Fort Worth, TX 76162, and Compass Bank as Trustee of the Ann Barnes Testamentary Trust, the Paul Barnes Testamentary Trust, and the Brett Barnes Testamentary Trust under the Will of Eddie D. Barnes, Partners of the Barnes and Matzinger Partnership, whose address is P.O. Box 4886, Houston, TX 77210-4886, (hereafter referred to as "Lessor"), executed that certain Oil, Gas and Mineral Lease dated April 12th, 2007, (the "Lease), unto Dale Property Services, LLC, which Lease is recorded as Document No. D207218747 of the Official Public Records of Tarrant County, Texas, covering the following described lands:

3.821 acres of land, more or less, in the G. W. Main Survey, Abstract 1096, consisting of the following two (2) tracts of land:

First Tract: **1.048** acres of land, more or less, being more particularly described by metes and bounds in that certain deed dated March 27th, 1986, from Jerry W. Smith and wife, Catherine R. Smith, as Grantor, to Barnes Matzinger, A Texas Partnership, as Grantee, as recorded in Volume 8511, Page 896, of the Official Public Records of Tarrant County Texas.

Second Tract: **2.773** acres of land, more or less, being more particularly described by metes and bounds in that certain deed dated October 28th, 1977, from Industrial Welding Supply, a Texas Corporation, as Grantor, to Eddie D. Barnes and Thomas E. Matzinger, as Grantee, recorded in volume 6364, Page 95, of the Official Public Records of Tarrant County Texas.

WHEREAS, the Lease was assigned to Chesapeake Exploration Limited Partnership by Conveyance recorded as Document No. D207376398 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, is the successor in interest to Chesapeake Exploration Limited Partnership; and

WHEREAS, Chesapeake Exploration, L.L.C. partially assigned the Lease to TOTAL E&P USA, INC. by Assignment, Bill of Sale and Conveyance recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease and desires to amend the Lease as follows.

WHEREAS, Lessor and Lessee now desire to amend the primary term of the Lease as set forth in Paragraph 2;

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee do hereby amend the Lease as follows:

Paragraph 2 of the Lease is deleted and replaced by the following:

"2. This is a paid up lease and subject to the other provisions herein contained, this lease shall be for a term of Four (4) years from this date (called "primary term") and as long thereafter as oil, gas or other mineral is produced from said land or land with which said land is pooled hereunder".

It is understood and agreed by all parties hereto that in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm said Lease as hereby amended, and Lessor does hereby lease, let and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as hereby amended.

The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

Now, Therefore, in consideration of the premises and Ten Dollars (\$10.00) and other valuable consideration which is hereby acknowledged and confessed, **Frost National Bank, Successor Trustee of the Joyce Barnes Family Trust for the benefit of Paul Barnes and Brett Barnes, and Compass Bank, as Trustee of the Ann Barnes Testamentary Trust, the Paul Barnes Testamentary Trust, and the Brett Barnes Testamentary Trust under the Will of Eddie D. Barnes, Partners of the Barnes and Matzinger Partnership**, do revive and confirm said lease, in all of its terms and provisions, and do hereby lease, grant, demise and let said land and premises unto the said Chesapeake Exploration, L.L.C. subject to and in accordance with all of the terms and provisions of said lease.

And the undersigned do hereby agree and declare that said lease in all of its terms and provisions are binding on it and it is a revived, valid and subsisting oil and gas lease.

This instrument may be executed in counterparts and each of which as so executed shall be given the effect of the execution of the original instrument. If the counterparts of this instrument are executed, the signatures and acknowledgments of the parties, as affixed hereto, may be combined in, and treated and given effect for all purposes as a single instrument.

IN WITNESS WHEREOF, this instrument is executed by the parties hereto on the dates of their respective acknowledgments, but effective for all purposes as of the 12th day of April, 2007.

LESSOR:

Frost National Bank, Successor Trustee of the Joyce Barnes Family Trust for the benefit of Paul Barnes and Brett Barnes

Printed Name: John Sands
Title: Vice President

Compass Bank, as Trustee of the Ann Barnes Testamentary Trust, the Paul Barnes Testamentary Trust, and the Brett Barnes Testamentary Trust, under the Will of Eddie D. Barnes, Partners of the Barnes and Matzinger Partnership



Printed Name: Jana Reynolds

Title: Vice President

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma limited liability company

By: _____

Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

*yes
AMP
CSM*

TOTAL E&P USA, INC.
a Delaware corporation

By: _____

Eric Bonnin, Vice President –
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS

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COUNTY OF TARRANT

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This instrument was acknowledged before me on the ____ day of _____, 2010, by John Sands as Vice-President of the Frost National Bank, Successor Trustee of the Joyce Barnes Family Trust for the benefit of Paul Barnes and Brett Barnes, on behalf of said entity.

Notary Public, State of Texas

(Stamp/Printed Name of Notary
and Date Commission Expires)

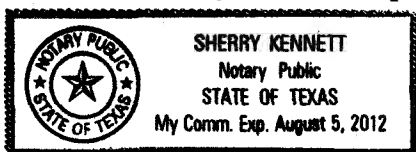
Printed Name

STATE OF TEXAS

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COUNTY OF HARRIS

This instrument was acknowledged before me on the 24 day of May, 2010, by Jana Reynolds as Vice-President of Compass Bank, as Trustee of the Ann Barnes Testamentary Trust, the Paul Barnes Testamentary Trust, and the Brett Barnes Testamentary Trust under the Will of Eddie D. Barnes, Partners of the Barnes and Matzinger Partnership



Sherry Kennett
Notary Public, State of Texas

(Stamp/Printed Name of Notary
and Date Commission Expires)

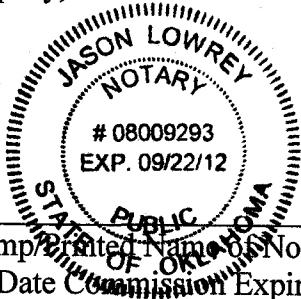
Sherry Kennett
Printed Name

STATE OF OKLAHOMA

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COUNTY OF OKLAHOMA

This instrument was acknowledged before me on the 13th day of August, 2010, by Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said company.



Jason R. Lowrey
Notary Public, State of Oklahoma

(Stamp/Printed Name of Notary
and Date Commission Expires)

Jason R. Lowrey
Printed Name

STATE OF TEXAS

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COUNTY OF HARRIS

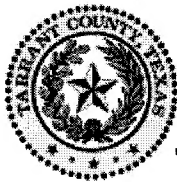
This instrument was acknowledged before me on _____, 2010, by Eric Bonnin, Vice President - Business Development and Strategy of Total E&P USA, Inc., a Delaware corporation, on behalf of said corporation.

[SEAL]

Notary Public, State of Texas

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

DALE PROPERTY SERVICES
500 TAYLOR ST, STE 600
FT WORTH, TX 76102

Submitter: DALE RESOURCES LLC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/28/2010 3:27 PM

Instrument #: D210267617

LSE

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PGS

\$28.00

By: _____

A handwritten signature in cursive script, appearing to read "Suzanne Henderson", is written over a horizontal line.

D210267617

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: SLDAVES